

# **Attachment 1**

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

SCANSOFT, INC.,

Plaintiff,

v.

VOICE SIGNAL TECHNOLOGIES, INC.,  
LAURENCE S. GILLICK, ROBERT S.  
ROTH, JONATHAN P. YAMRON, and  
MANFRED G. GRABHERR,

Defendants.

C.A. No. 04-10353-PBS

**DECLARATION OF DANIEL ROTH**

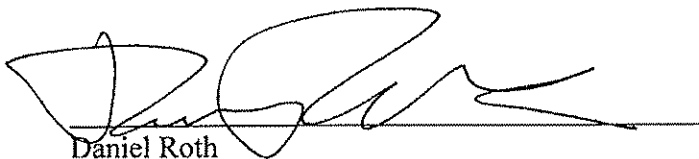
I, Daniel Roth, depose and state as follows:

1. I am President of Voice Signal Technologies, Inc. ("Voice Signal"). I am co-founder, with Tom Lazay, of Voice Signal. We founded the company in 1995 after our graduation from college.

2. Plaintiff ScanSoft, Inc. ("ScanSoft"), which recently merged with Nuance Communications, Inc. ("Nuance"), has attempted to purchase Voice Signal on two occasions. First, in early 2004, Nuance proposed to purchase Voice Signal. Voice Signal rejected this offer. Days later, ScanSoft commenced this action. Second, in mid-March 2006, a representative of Lehman Brothers contacted me and represented that the CEO of ScanSoft/Nuance had asked him to contact Voice Signal to open acquisition talks. I responded that Voice Signal would consider such discussions, but did not feel compelled to sell the company. Less than two weeks later, on March 30, 2006, ScanSoft/Nuance filed an action in federal court in the Eastern District of Texas

entitled *Nuance Communications, Inc. v. Voice Signal Technologies, Inc.*, Civil Action No. 506-CV-00071-DF-CMC.

Signed under the pains and penalties of perjury under the laws of the United States this 4<sup>th</sup> day of May, 2006.



Daniel Roth